

APPENDIX**Grounds for Dismissal as to Defendants ImageSat and the ImageSat Directors and Officers**

CLAIM	ImageSat International N.V.	David Arzi	Yoav Chelouche	Shimon Eckhaus	Moshe Keret	Izhak Nissan	Gino Piperno-Beer	Jacob Weiss
General Grounds for Dismissal								
<u>Forum Non Conveniens</u>	Jt. Br. § I; Jt. Reply § I	Same	Same	Same	Same	Same	Same	Same
<u>Subject Matter Jurisdiction</u>	Jt. Br. § II; Jt. Reply § II	Same	Same	Same	Same	Same	Same	Same
<u>Personal Jurisdiction</u>	ImageSat Br. § I; ImageSat Reply § I	ImageSat D&O Br. § I; ImageSat D&O Reply § I.	Same	Same	Same	Same	Same	Defense not asserted
Grounds for Dismissal as to Each Claim								
<u>First Claim:</u> Breach of Fiduciary Duty in the 2000 Transactions	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply § I.) This claim is time barred. (Jt. Br. § VIII; Jt. Reply § VII.)	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Same grounds as ImageSat	Same grounds as ImageSat	Claim Not Asserted as to Piperno-Beer	Same grounds as ImageSat

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<u>Second Claim:</u> Breach of Fiduciary Duty concerning the EROS B Satellite Fraud	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Same	Same	Same	Same	Same	Same	Same
<u>Third Claim:</u> Breach of Fiduciary Duty Concerning the Destruction of the Company's International Operations	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply § III, IV.)	Same	Same	Same	Same	Same	Same	Same
<u>Fourth Claim:</u> Breach of Fiduciary Duty in Connection with the Company's SOP and Investment Opportunity in Venezuela	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.) Plaintiffs contractually waived this claim. (ImageSat Reply § III.)	Same	Same	Same	Same	Same	Same	Same
<u>Fifth Claim:</u> Breach of Fiduciary Duty Concerning ImageSat's Recent Financial Affairs	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Same	Same	Same	Same	Claim not asserted as to Nissan	Same	Same

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<u>Sixth Claim</u> : Breach of Fiduciary Duty Concerning the Failure to Enforce ImageSat's Exclusivity, First Right and Royalty Rights	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Same	Same	Same	Same	Same	Same	Same
<u>Seventh Claim</u> : Corporate Waste in Connection with the 2001 EROS B Satellite Contract	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Claim Not Asserted as to Arzi	Same	Same	Same	Same	Same	Same
<u>Eighth Claim</u> : Corporate Waste in Connection with the Company's Squandering of SOP Opportunities and Related Matters	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Same	Same	Same	Same	Claim Not Asserted as to Nissan	Same	Same
<u>Ninth Claim</u> : Failure of Company to Enforce its Exclusivity, First Right, and Royalty Rights	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Same	Same	Same	Same	Same	Same	Same
<u>Tenth Claim</u> : Self-Dealing	Plaintiffs lack standing. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV.)	Same	Same	Same	Same	Same	Same	Same

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<u>Eleventh Claim:</u> RICO	<p>Plaintiffs have not pleaded a substantive RICO claim. (Jt. Br. § VII; Jt. Reply § VI.)</p> <p>Plaintiffs lack standing because their injuries are derivative of injuries to ImageSat. (Jt. Br. § VII; Jt. Reply § VI.)</p> <p>Plaintiffs have failed to plead with 9(b) particularity. (ImageSat Br. § II(c); ImageSat Reply § II.)</p>	<p>Plaintiffs have not pleaded a substantive RICO claim. (Jt. Br. § VII; Jt. Reply § VI.)</p> <p>Plaintiffs lack standing because their injuries are derivative of injuries to ImageSat. (Jt. Br. § VII; Jt. Reply § VI.)</p> <p>Plaintiffs have failed to plead with 9(b) particularity. (ImageSat D&O Br. § II; ImageSat D&O Reply § II.)</p>	Same	Same	Same	Same	Same	Same

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<u>Twelfth Claim:</u> Conspiracy to Violate RICO	<p>Plaintiffs have not pleaded a substantive RICO claim. (Jt. Br. § VII; Jt. Reply § VI.)</p> <p>Plaintiffs lack standing because their injuries are derivative of injuries to ImageSat. (Jt. Br. § VII; Jt. Reply § VI.)</p> <p>Plaintiffs have failed to plead with 9(b) particularity. (Jt. Br. § VII; Jt. Reply § VI.)</p>	Same	Same	Same	Same	Same	Same	Same

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<u>Thirteenth Claim:</u> Common-Law Fraud	<p>Plaintiffs lack standing to bring this claim. (Jt. Br. §§ III, IV; Jt. Reply §§ III, IV; ImageSat Reply Br. § II.)</p> <p>Plaintiffs have failed to plead with 9(b) particularity. (ImageSat Br. § II(D); ImageSat Reply § II.)</p> <p>Plaintiffs have failed to plead reliance. (ImageSat Br. § II(D); ImageSat Reply § II.)</p>	(ImageSat D&O Br. § II; ImageSat D&O Reply § II.)	Same	Same	Same	Same	Same	Same
<u>Fourteenth Claim:</u> Breach of the Satellite Supply Contracts	Claim Not Asserted as to ImageSat	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Claim Not Asserted as to Keret	Claim Not Asserted as to Nissan	Claim Not Asserted as to Piperno-Beer	Claim Not Asserted as to Weiss

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<u>Fifteenth Claim:</u> Breach of the Master Agreement	Claim Not Asserted as to ImageSat	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Claim Not Asserted as to Keret	Claim Not Asserted as to Nissan	Claim Not Asserted as to Piperno-Beer	Claim Not Asserted as to Weiss
<u>Sixteenth Claim:</u> Breach of the Stock Purchase Agreement	Claim Not Asserted as to ImageSat	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Claim Not Asserted as to Keret	Claim Not Asserted as to Nissan	Claim Not Asserted as to Piperno-Beer	Claim Not Asserted as to Weiss
<u>Seventeenth Claim:</u> Reformation of the Options and Bridge Warrants	This claim is time barred. (Jt. Br. § VII; Jt. Reply § VII.)	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Claim Not Asserted as to Keret	Claim Not Asserted as to Nissan	Claim Not Asserted as to Piperno-Beer	Claim Not Asserted as to Weiss
<u>Eighteenth Claim:</u> Fraud Relating to the Options and Bridge Warrants	This claim is time barred. (Jt. Br. §§ VIII, IX; Jt. Reply § VIII.) Plaintiffs have failed to plead reasonable reliance. (Jt. Br. § IX; Jt. Reply § VIII.)	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Claim Not Asserted as to Keret	Claim Not Asserted as to Nissan	Claim Not Asserted as to Piperno-Beer	Claim Not Asserted as to Weiss

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<u>Nineteenth Claim:</u> Fraudulent Conveyance in Connection with the 2001 EROS B Satellite Contract	Claim Not Asserted as to ImageSat	Claim Not Asserted as to Arzi	Claim Not Asserted as to Chelouche	Claim Not Asserted as to Eckhaus	Claim Not Asserted as to Keret	Claim Not Asserted as to Nissan	Claim Not Asserted as to Piperno-Beer	Claim Not Asserted as to Weiss
<u>Twentieth Claim:</u> Disgorgement of Compensation	Claim Not Asserted as to ImageSat	Plaintiffs lack standing. (Jt. Br. § X; Jt. Reply § IX.)	Same	Same	Same	Same	Same	Same
<u>Twenty-First Claim:</u> Conversion and Misappropriation of Corporate Assets	Plaintiffs lack standing. (Jt. Br. § V; Jt. Reply § V.) Plaintiffs fail to state a claim. (Jt. Br. § V; Jt. Reply § V.)	Same	Same	Same	Same	Same	Same	Same
<u>Twenty-Second Claim:</u> Unjust Enrichment and Restitution	Plaintiffs fail to state a claim. (Jt. Br. § VI; Jt. Reply § V.) This claim is duplicative of Plaintiffs' other causes of action. (Jt. Br. § VI; Jt. Reply § V.)	Same	Same	Same	Same	Same	Same	Same